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BOULDER GROWTH & INCOME FUND  
Form N-PX  
August 28, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number: 811-02328

BOULDER GROWTH & INCOME FUND, INC.  
(Exact name of registrant as specified in charter)

2344 Spruce Street, Suite A, Boulder, CO 80302  
(Address of principal executive offices) (Zip code)

Stephen C. Miller  
2344 Spruce Street, Suite A, Boulder, CO 80302  
(Name and address of agent for service)

Registrant's Telephone Number, including Area Code: (303) 444-5483

Date of fiscal year end: November 30

Date of reporting period: July 1, 2008 - June 30, 2009

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (ss.ss. 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. ss. 3507.

Proxy Voting Record

For Period July 1, 2008 to June 30, 2009

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Name of Issuer	Shareholder		Meeting	Record	Meeting	Description of Matter to be Voted On	Prop b Iss o Hol
	Ticker Symbol	CUSIP	Date	Date	Type		
Diageo PLC	DEO	25243Q205	10/15/2008	9/8/2008	Annual	<ol style="list-style-type: none"> <li>1 Report and accounts</li> <li>2 Director's remuneration report 2008</li> <li>3 Declaration of final dividend</li> <li>4 Re-elect Dr. FB Humer as Director</li> <li>5 Re-elect M. Lilja as Director</li> <li>6 Re-elect WS Shanahan as Director</li> <li>7 Re-elect HT Stitzer as Director</li> <li>8 Election of PG Scott as Director</li> <li>9 Re-appointment and remuneration of auditor</li> <li>10 Authority to allot relevant securities</li> <li>11 Disapplication of pre-emption rights</li> <li>12 Authority to purchase own ordinary shares</li> <li>13 Authority to make political donations and or incur political expenditure</li> <li>14 Adoption of the Diageo plc 2008 Performance Share Plan</li> <li>15 Adoption of the Diageo plc 2008 Senior Executive Share Option Plan</li> <li>16 Authority to establish international share plans</li> <li>17 Amendments to the articles of association</li> </ol>	<p>Issu</p> <p>Issu</p> <p>Issu</p> <p>Issu</p> <p>Issu</p> <p>Issu</p> <p>Issu</p> <p>Issu</p> <p>Issu</p> <p>Issu</p> <p>Issu</p> <p>Issu</p> <p>Issu</p> <p>Issu</p> <p>Issu</p> <p>Issu</p> <p>Issu</p> <p>Issu</p>
Advent Claymore Global Conv Sec & In W7 - AMPS Shares	AGC-W	007639305	9/23/2008	8/18/2008	Annual	<ol style="list-style-type: none"> <li>1 Such other business as may properly come before the meeting or any adjournment thereof</li> </ol>	<p>Issu</p>
Anheuser-Busch Companies Inc.	BUD	035229103	11/12/2008	10/3/2008	Special	<ol style="list-style-type: none"> <li>1 Adopt agreement and plan of merger.</li> <li>2 Adjourn special</li> </ol>	<p>Issu</p> <p>Issu</p>

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Company Name	Symbol	Proposal ID	Meeting Date	Record Date	Frequency	Proposal Number	Proposal Description	Status
							meeting to a later date to solicit additional proxies if there are insufficient votes to approve proposal number 1	
Walgreen Co.	WAG	931422109	1/14/2008	11/17/2008	Annual	1	Election of ten (10) Directors	Issu
						2	Ratify appointment of Deloitte & Touche, LLP & Young LLP as public accounting firm.	Issu
						3	Increase number of common shares	Issu
						4	Chairman be an independent director who has not served as an executive officer	Hold
						5	Ratify compensation of named executive officers	Hold
First American Corporation	FAF	318522307	12/10/2008	10/13/2008	Annual	1	Election of seventeen (17) Directors	Issu
						2	Increase range in the number of directors to 10 of 18	Issu
						3	Ratify appointment of PWC, LLP & Young LLP as public accounting firm.	Issu
D.R. Horton, Inc.	DHI	23331A109	1/29/2009	12/2/2008	Annual	1	Election of seven (7) Directors	Issu
						2	Amend EEO Policy	Hold
						3	Majority vote standard for election of directors	Hold
						4	Conduct other business properly brought before meeting	Issu
F&C/Claymore PFD SEC Income FD-common	FFC	338478100	4/21/2009	1/21/2009	Annual	1	Election of one (1) director	Issu
F&C/Claymore Total Return Fund-common	FLC	338479108	4/21/2009	1/21/2009	Annual	1	Election of one (1) director	Issu
Eaton Corporation	ETN	278058102	4/22/2009	2/23/2009	Annual	1	Election of four (4) Directors	Issu

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						2	2009 Stock Plan	Issu
						3	Ernst & Young as auditor	Issu
General Electric Company	GE	369604103	4/22/2009	2/23/2009	Annual	A	Election of four (4) Directors	Issu
						B	Ratify KPMG	Issu
						C1	Cumulative Voting	Hold
						C2	Executive Compensation	Hold
						C3	Study re Breaking up GE	Hold
						C4	Dividend policy	Hold
						C5	Golden parachutes	Hold
Johnson & Johnson	JNJ	478160104	4/23/2009	2/24/2009	Annual	1	Election of ten (10) Directors	Issu
						2	Ratify PWC	Issu
						3	Executive Compensation	Hold
Great Planes Energy Incorporated	GXP	391164100	5/5/2009	2/24/2009	Annual	1	Election of nine (9) Directors	Issu
						2	D&T as auditors	Issu
						3	Increase authorized shares of common stock	Issu
American Express Company	AXP	025816109	4/27/2009	2/27/2009	Annual	1	Election of twelve (12) Directors	Issu
						2	Ratify appointment of PWC, LLP as public accounting firm.	Issu
						3	Executive compensation	Issu
						4	Cumulative voting for directors	Hold
						5	Calling of special shareholder meetings	Hold
Neuberger Bermen R/E SEC Incom	NRO-M	64190A202	5/13/2009	2/27/2009	Annual	1	Approve new management agreement	Issu
						2	Approve new sub-advisory agreement	Issu
						3	Election of five (5) Directors	Issu
Berkshire Hathaway, Inc.	BRK/B	084670207	5/2/2009	3/4/2009	Annual	1	Election of eleven (11) Directors	Issu
						2	Sustainability report	Hold
Cohen & Steers Advantage Income	RLF	19247W102	4/30/2009	3/5/2009	Annual	1	Election of three (3) Directors	Issu
Cohen & Steers Prem Inc Rlty-Com	RPF	19247V104	4/30/2009	3/5/2009	Annual	1	Election of three (3) Directors	Issu

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Cohen & Steers Quality Inc RLTY -	RQI	19247L106	4/30/2009	3/5/2009	Annual	1	Election of three (3) Directors	Issu
Cohen & Steers REIT & PDF Inc-S	RNP-W	19247X407	4/30/2009	3/5/2009	Annual	1	Election of three (3) Directors	Issu
Cohen & Steers REIT & PDF Inc-C	RNP	19247X100	4/30/2009	3/5/2009	Annual	1	Election of three (3) Directors	Issu
Cohen & Steers REIT & Utility In Sr	RTU	19247Y108	4/30/2009	3/5/2009	Annual	1	Election of three (3) Directors	Issu
Cohen & Steers SEL Utility FD-SER	UTF-M	19248A208	4/30/2009	3/5/2009	Annual	1	Election of three (3) Directors	Issu
Cohen & Steers Worldwide Realty I	RWF	19248J100	4/30/2009	3/5/2009	Annual	1	Election of three (3) Directors	Issu
3M Company	MMM	88579Y101	5/12/2009	3/13/2009	Annual	1	Election of nine (9) Directors	Issu
						2	PWC as accountant	Issu
						3	Special meetings	Hold
						4	Vesting of stock options and awards	Hold
Gabelli Dividend & Income Trust PF	GDV-T	36242H302	5/18/2009	3/16/2009	Annual	1	Election of three (3) Directors	Issu
Constellation Energy Group, Inc.	CEG	21037110	5/29/2009	3/27/2009	Annual	1	Election of eleven (11) Directors	Issu
						2	PWC, LLP as accountant	Issu
Fidelity National Financial, Inc.	FNF	31620R105	5/28/2009	3/30/2009	Annual	1	Election of two (2) Directors	Issu
						2	KPMG LLP as accountants	Issu
The Home Depot, Inc.	HD	437076102	5/28/2009	3/30/2009	Annual	1	Election of nine (9) Directors	Issu
						2	KPMG, LLP as accounting firm	Issu
						3	Allow holders of 25% shares to call a special meeting	Issu
						4	Cumulative voting	Hold
						5	Special shareholder	Hold

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Company Name	Symbol	CIK	Report Date	Filing Date	Frequency	Item	Description	Status
Wal-Mart Stores, Inc.	WMT	931142103	6/5/2009	4/9/2009	Annual	6	meetings Employment diversity report	Hold
						7	Executive officer compensation	Hold
						8	Energy use	Hold
						1	Election of fifteen (15) Directors	Issu
						2	Ernst & Young LLP as accountant	Issu
						3	Gender identity non-discrimination policy	Hold
						4	Pay for superior performance	Hold
						5	Advisory vote on executive compensation	Hold
Caterpillar, Inc	CAT	149123101	6/10/2009	4/13/2009	Annual	6	Political contributions report	Hold
						7	Special shareowner meetings	Hold
						8	Incentive compensation to be stock options	Hold
						1	Election of five (5) Directors	Issu
						2	Ratify Auditors	Issu
						3	Annual election of directors	Hold
						4	Majority vote for directors	Hold
						5	Foreign military sales	Hold
6	Majority vote	Hold						
7	Independent compensation consultant	Hold						
8	Independent Chairman of the Board	Hold						
9	Lobbying priorities	Hold						

SIGNATURE

Pursuant to the requirements of the Investment Company Act of 1940, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) Boulder Growth & Income Fund, Inc.

By: /s/ Stephen C. Miller  
 \_\_\_\_\_  
 Stephen C. Miller  
 President (Principal Executive Officer)

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Date: August 28, 2009